

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. **23393-F** FILED

APR 04 '01 11-84 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

April 4, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Amendment to Memorandum of (Collateral) Assignment of Lease and Rents, dated April 2, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of (Collateral) Assignment of Lease and Rents which was filed with the Board under Recordation Number 23393-C.

The names and addresses of the parties to the enclosed document are:

Lender: Deutsche Financial Services Corporation
1181 C Lake Cook Road
Deerfield, Illinois 60015

Borrower: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, Minnesota 55330

A description of the railroad equipment covered by the enclosed document is:

Nine (9) boxcars within the series DME 005601 - DME 005622.

23393-F 1134

Mr. Vernon Williams
April 4, 2001
Page Two

A short summary of the document to appear in the index is:

Agreement to Memorandum of (Collateral) Assignment
of Lease and Rents, dated April 2, 2001, between Deutsche
Financial Services Corporation, Lender, and Midwest Railcar
Corporation, Borrower.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

AMENDMENT
TO
MEMORANDUM OF (COLLATERAL) ASSIGNMENT
OF LEASES AND RENTS
BETWEEN

RECORDATION NO. 23393-F FILED

APR 04 '01 11-84 AM

SURFACE TRANSPORTATION BOARD

DEUTSCHE FINANCIAL SERVICES CORPORATION
("LENDER")

AND

MIDWEST RAILCAR CORPORATION
("BORROWER")

April 2d, 2001

This Amendment to Memorandum of Assignment of Lease and Rents ("Amendment to Memorandum") is hereby entered into as of this 24 day of April, 2001 by and between Deutsche Financial Services Corporation, a Nevada Corporation ("Lender"), and Midwest Railcar Corporation, an Illinois corporation ("Borrower") to amend that certain Memorandum of (Collateral) Assignment of Lease and Rents dated February 28, 2001, and recorded with the Surface Transportation Board under Recordation Number 23393-C on March 1, 2001 (the "Memorandum").

WITNESSETH:

The Amendment to Memorandum, and thereby, the assignment set forth therein, is hereby amended to add the Boxcars set forth and as described on the attached Amended Schedule "A", which is made a part hereof, and the Boxcars shall hereafter become subject to the Memorandum and the assignment set forth therein.

Capitalized terms not defined herein shall have the meanings ascribed to them in the Memorandum.

This Amendment to Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Amendment to Memorandum.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by there respective corporate officers as of the date and year first above written.

DEUTSCHE FINANCIAL SERVICES CORPORATION
as Lender

By:  _____

Name: Patrick J. Mazzanti

Title: Assistant Vice President

MIDWEST RAILCAR CORPORATION
as Borrower

By:  _____

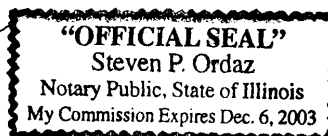
Name: Richard M. Murphy

Title: President & CEO

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 3rd day of April, 2001, before me personally appeared Patrick J. Mazzanti, to me personally known, who being by me duly sworn, says that he is the AVP of DEUTSCHE FINANCIAL SERVICES CORPORATION, that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Steven P. Ordaz

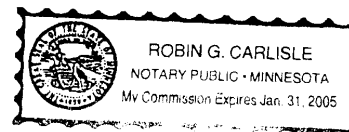


My commission expires: 12/6/03

STATE OF Minnesota)
) ss.
COUNTY OF Shelburne)

On this 2nd day of April, 2001, before me personally appeared Richard M. Murphy, to me personally known, who being by me duly sworn, says that he is the President of Midwest Railcar Corporation, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Robin G. Carlisle



My commission expires: 1-31-05

(AMENDED) SCHEDULE "A"
To Amendment to Memorandum of (Collateral) Assignment of Lease and Rents
SCHEDULE OF BOXCARS*
Full Service Lease # 2000-DME Rider 1
One Page

Car Numbers

DME 005600
DME 005601
DME 005602
DME 005603
DME 005604
DME 005605
DME 005606
DME 005607
DME 005608
DME 005609
DME 005610
DME 005611
DME 005612
DME 005613
DME 005614
DME 005615
DME 005616
DME 005617
DME 005618
DME 005619
DME 005620
DME 005621
DME 005622
DME 005623
DME 005624

* Cars appearing in **bold** type are the Boxcars added by way of the Amendment to Memorandum of (Collateral) Assignment of Lease and Rents, to which this (Amended) Schedule is attached.